

Committee General Terms of Reference

1.0 Role and Objectives of the Committee

- 1.1 The overarching role of the Committee is to support the Board in the strategic development and delivery of Association policies in matters pertinent to its expertise as determined by the Board from time to time.
- 1.2 The specific purpose and objectives of the Committee are defined in Schedule 1.

2.0 Membership

- 2.1 The number of members of the Committee will be as determined by the Board and listed in Schedule 1.
- 2.2 The term of office for a committee member will be two years, with members eligible for reappointment for a further two years.
- 2.3 (Not applicable)
- 2.4 Nominations will be invited annually from among the employees of MTAA Members to fill such vacancies in industry representative membership as have occurred during the previous year, either by the expiration of a member's term of office or by the creation of a casual vacancy (para 3.0).
- 2.5 The Board shall appoint members to the Committee. Where possible, industry representative members should be drawn from a cross section of companies, device sectors and states.
- 2.6 No Member company may have more than one representative on the Committee, unless the Board determines that an additional representative from a member company is warranted due to the subject expertise of the representative.
- 2.7 Member company representatives who are not members of the Committee may be invited by the Chair to attend a meeting (or part of a meeting) to assist in discussion of a matter.
- 2.8 Industry members of the Committee deliberate as representatives of industry and do not participate as representatives of their companies. Independent members of the Committee do not participate as representatives of the organizations to which they belong. In the event of absence from a meeting, it is not appropriate for the Committee member to delegate attendance to another person.

3.0 Casual Vacancies

- 3.1 A casual vacancy in the office of a member of the Committee occurs if:
 - a) the entity or company represented by the member ceases to be a Member of MTAA
 - b) an industry representative member ceases to be employed by a company that is a Member of MTAA or the company's nomination of the member is otherwise withdrawn

- c) the member resigns from the Committee
- d) the member is absent from three consecutive meetings of the Committee without the Committee approving leave of absence; or
- e) the member fails to attend 75% of meetings held in a calendar year, without leave of absence.

3.2 The Board may appoint a person with suitable expertise and of the same membership classification to fill a casual vacancy until the next annual nominations are sought.

4.0 Operation of the Committee

4.1 If the Committee reports directly to the Board, the Committee Chair will be appointed by the Board from among its number, except for those committees requiring independent Chairs (e.g., Code Authority, Code Monitoring Committee). If the Committee reports to another committee, the Chair of the Committee will be appointed by the Board.

4.2 The Chair's responsibilities include:

- a) scheduling meetings and determining agendas
- b) guiding the meeting according to the agenda and time available
- c) ensuring all discussion items end with a decision, action, or definite outcome
- d) reviewing and approving the draft minutes before distribution; and
- e) reporting to the Board as required.

4.3 (Not applicable)

4.4 The Chief Executive Officer will appoint a staff member to act as the Secretary of the Committee.

4.5 The Committee will meet not less than 4 times per year.

4.6 The Committee will report to the Code Authority following each of its meetings, outlining its performance against its Terms of Reference and Objectives.

4.7 (Not applicable)

4.8 With the approval of the Committee Chair, the Secretary of the Committee may invite other staff members to attend a meeting or part meeting to provide information or seek input from Committee members.

4.9 Members may attend meetings in person or by electronic means.

4.10 Independent members of Committees may be paid an honorarium, as negotiated with the Chief Executive Officer.

4.11 The Chief Executive Officer may appoint one of the independent members of the Committee as Deputy Chair who shall act as Chair in the absence of or when directed by the Chair.

5.0 Quorum

5.1 A quorum consists of the Chair (or in the absence of the Chair, the Deputy Chair) plus 50% of the total number of other members of the Committee.

6.0 Governance

6.1 A member of the Committee must disclose any conflict of interest or likelihood of a conflict of interest, in any matter under consideration. If a member of the Committee has a conflict of interest in relation to a specific matter, the member must abstain from voting on that matter if directed so to do by the Chair. The member may participate in the discussion on that matter, subject to the approval of the Chair.

6.2 All Committee members shall be required to undertake the MTAA training programs on the Code of Practice and anti-competitive behaviour.

6.3 All Committee members shall be required to abide by the Confidentiality, Trade Practices legislation, and other requirements of MTAA as may be determined by the Board from time to time.

7.0 Agenda and Minutes

7.1 The agenda and any accompanying documentation will be distributed to Committee members no later than one week prior to the assigned meeting date.

7.2 Committee meeting minutes will be taken by the Secretary, circulated to the members within 5 working days and confirmed at the Committee's next meeting.

8.0 Voting

8.1 Decisions of the Committee must be made by a simple majority vote of the attending Committee members, that is, more than 50% of the members in attendance at the meeting (in person or via electronic means).

8.2 If there is an equality of votes, the Chair of the meeting shall have a second or casting vote.

8.3 Experts and observers do not have voting rights at meetings.

9.0 (Not applicable)

10.0 (Not applicable)

11.0 Authority

11.1 The Committee may not make any determination of MTAA policy but may provide advice to the Code Authority on any area falling within its jurisdiction to assist the Board in formulating policy.

11.2 (Not applicable)

Document Authorised by:	Document Maintained by:	Next Review Date:
MTAA Board	Business Operations & Company Secretary	1 July 2023

Schedule 1

Committee Name:	Code Monitoring Committee
Purpose:	Reviews company monitoring reports to determine compliance with the Code.
Objectives:	<ol style="list-style-type: none"> 1. Review company reports on activities subject to the Code, including compliance with the Vendor Credentialing Standard, and determine whether these activities are consistent with the provisions and or the spirit of the Code. 2. Report to the Code Authority following each meeting and identify areas for potential education activities, policy amendment or clarification. 3. Refer complex matters to the Code Authority for consideration. 4. Report any potential instances of a breach to the Code Authority. 5. Undertake any other activities referred to it by the Code Authority.
Governance:	The Committee reports to the Code Authority Committee.
Board Representative(s):	NA
Chair:	Independent and as appointed by the Board.
Secretary:	As determined by the CEO.
Membership:	<p>Members who must be independent of both MTAA and its members:</p> <ul style="list-style-type: none"> • one Chair with a knowledge of the industry and skills and experience appropriate to the objectives of the committee • one healthcare professional who is a member of or is associated with a professional association or a medical institution • one consumer representative • one or more persons associated with an organization, institution, or association relevant to medicine or medical technology <p>A maximum of six industry representatives nominated from among the MTAA Authorised Representatives or a senior delegate of an Authorised Representative.</p>
Meetings:	At least four (4) per annum
Meeting dates:	2023 dates to be confirmed.